

ITEL
CORPORATION
TRANSPORTATION SERVICES GROUP

May 8, 1978

RECORDATION NO. *9352-A* Filed & Recorded

MAY 12 1978 - 11 20 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
MAY 12 11 17 AM '78
I.C.C.
FEE OPERATION BR.

Hon. H. G. Homme
Acting Secretary,
Interstate Commerce Commission
Washington, D. C. 20423

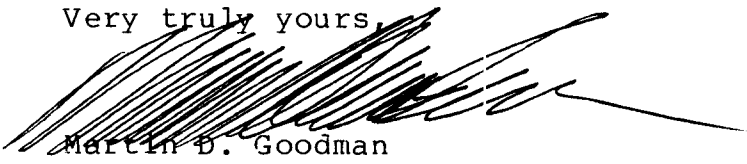
Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six counterparts of an Amendment dated as of May 5, 1978 to a Conditional Sale Agreement dated as of April 24, 1978, between ACF Industries, Inc., 750 Third Avenue, New York, New York, 10017, and Itel Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California, 94111. The Conditional Sale Agreement was filed on April 28, 1978 at 11:40 a.m. and assigned recordation number 9352.

Also enclosed is this Company's check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing Amendment.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan and Worcester, who will be delivering this letter on our behalf.

Very truly yours,


Martin B. Goodman
Vice President - Legal Services

MDG:bl

Enc.

8-132A052

MAY 12 1978
10

TWO EMBARCADERO CENTER • SAN FRANCISCO, CALIFORNIA 94111 • (415) 983-0123

SSI RAIL

SSI NAVIGATION

SSI CONTAINER

THIS AMENDMENT, dated as of May 5, 1978, by and between ACF Industries Incorporated, a New Jersey corporation (hereinafter called the "Manufacturer"), and Itel Corporation, a Delaware corporation, acting through its Rail Division (hereinafter called the "Vendee").

RECORDATION NO. 9352 ^A Filed & Recorded

W I T N E S S E T H:

MAY 12 1978 - 11 20 PM

WHEREAS, the Manufacturer and the Vendee ^{INTERSTATE COMMERCE COMMISSION} have heretofore entered into a Conditional Sale Agreement (the "Agreement") dated as of April 24, 1978 which was filed with the Interstate Commerce Commission on April 28, 1978 at 11:40 a.m. and assigned Recordation Number 9352; and

WHEREAS, the Manufacturer and Vendee desire to amend the Agreement;

NOW, THEREFORE, in consideration of the premises and of the promises of the parties herein contained, the parties agree to delete Section 1 in its entirety and substitute in lieu thereof the following:

"1. The Manufacturer agrees to deliver the Cars to the Vendee and the Vendee agrees to accept the Cars from the Manufacturer at the delivery point above referred to. The rights of the Vendee hereunder in respect of each Car shall commence on the date of acceptance of each such Car and end on the earlier of May 31, 1978 (funding date), or the date of payment of the purchase price for all of the Cars. When the purchase price of all of the Cars has been paid, this Agreement shall automatically be terminated without further action by or notice to any party concerned. On delivery of each Car to the Vendee, the Vendee will assume the responsibility and risk of loss with respect to such Car."

ATTEST

Anna Besore

ITEL CORPORATION, RAIL DIVISION

By: [Signature]

Date:

ATTEST

[Signature]

ASSISTANT SECRETARY

ACF INDUSTRIES INCORPORATED

By: [Signature]

TREASURER

Date: May 11, 1978

STATE OF NEW YORK
COUNTY OF NEW YORK

)
) SS:
)

On this 11th date of May 1978, before me personally appeared W. C. ANDERSON, to me personally known, who, being by me duly sworn, says that he is of TREASURER, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

Notarial Seal

My Commission expires:

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-79,7803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980

STATE OF CALIFORNIA)
CITY AND COUNTY OF)
SAN FRANCISCO

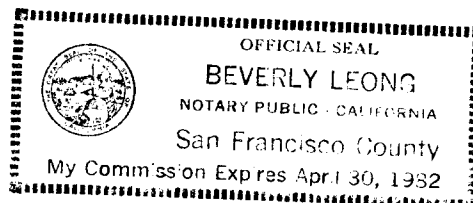
SS:

On this 9th date of May 1978, before me personally appeared Donald H. Gleason, to me personally known, who, being by me duly sworn, says that he is Vice President of ITEL Corporation, Rail Division, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

Notarial Seal

My Commission expires:



Interstate Commerce Commission
Washington, D.C. 20423

5/12/78

OFFICE OF THE SECRETARY

Martin D. Goodman
ITEL Corporation
Two Embarcadero Center
San Francisco, Calif. 94111

Dear

Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on

5/12/78

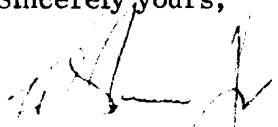
at

11:20am

and assigned recordation number(s)

9352-A & 9353-A

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)